



JANUARY 2014 INVOICE

ORRICK, HERRINGTON & SUTCLIFFE LLP
COLUMBIA CENTER
1152 15TH STREET, NW
WASHINGTON, D.C. 20005-1706
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fax +1-202-339-8500
WWW.ORRICK.COM

Jonathan P. Guy
202-339-8516
jguy@orrick.com

TO: Notice Parties

FROM: Orrick, Herrington & Sutcliffe LLP ("Orrick")

DATE: February 19, 2014

RE: Garlock Sealing Technologies LLC, *et al.*
Case No. 10-31607 (Jointly Administered)

Enclosed please find a copy of Orrick's Monthly Compensation Statement for fees and expenses incurred as counsel to Joseph W. Grier, III, the Court-appointed Future Asbestos Claimants' Representative in the above-referenced cases, for the time period January 1, 2014 through January 31, 2014.

During this time period, Orrick incurred fees of \$74,706.00 and expenses of \$3,420.38 for a total of \$78,126.38. Pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered on July 15, 2010 in these cases, retained professionals may request 90% of their fees and 100% of their expenses on a monthly basis. Accordingly, Orrick requests payment from the Debtors of **\$70,655.78** calculated as follows: \$67,235.40 (90% of \$74,706.00) and \$3,420.38 (100% expenses); the remaining 10% holdback is \$7,470.60.

Please note that this invoice, consistent with the Court's Order in these cases, reflects a discount of \$5,409.00 over Orrick's standard hourly rates.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

/S/ JONATHAN P. GUY

Jonathan P. Guy

Enclosures



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1152 15TH STREET, NW
WASHINGTON, D.C. 20005-1706
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Grier, Joseph W. III.
101 North Tryon Street, Suite 1240
Charlotte, NC 28246
Attn: Joseph W. Grier, III.

February 12, 2014
Client No. 24998
Invoice No. 1459578

Orrick Contact: Jonathan P. Guy

FOR SERVICES RENDERED through January 31, 2014 in connection
with the matters described on the attached pages:

\$ 74,706.00

DISBURSEMENTS as per attached pages:

3,420.38

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 78,126.38

Matter(s): 24998/2004, 2006, 2007, 2008, 2009

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$152,184.49
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 24998/ Invoice: 1459578*

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 24998/ Invoice: 1459578
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(213) 614-3248
Reference: 24998/ Invoice: 1459578*



Grier, Joseph W. III.
101 North Tryon Street, Suite 1240
Charlotte, NC 28246
Attn: Joseph W. Grier, III.

February 12, 2014
Client No. 24998
Invoice No. 1459578

Orrick Contact: Jonathan P. Guy

For Legal Services Rendered Through January 31, 2014 in Connection With:

Matter: 2004 - Litigation

| | | | | |
|----------|------------|---|------|----------|
| 01/02/14 | D. Fullem | Review/research/respond to K. Orr regarding corrected estimation hearing transcripts; update same on shared network. | 0.50 | 137.50 |
| 01/02/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/02/14 | K. Orr | Review renewed bar date motion and e-mail internal team regarding same (.70); work on TDP issues (1.0); review e-mail correspondence regarding Court order on estimation (.10); update case calendar (.20); e-mails to/from D. Fullem regarding transcript files (.10). | 2.10 | 1,102.50 |
| 01/03/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/06/14 | D. Fullem | Review email from J. Guy regarding estimation order to be entered by Court; review R. Wyron email; calendar same to check docket and circulate to group. | 0.30 | 82.50 |
| 01/06/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/06/14 | D. Fullem | Review, research, and respond to K. Orr with copy of supplemental brief in support of objection to claims bar date filed by N. Ramsey. | 0.20 | 55.00 |
| 01/06/14 | K. Orr | Review various filings regarding bar date in Bondex (1.0); e-mails to/from J. Guy regarding case status (.20). | 1.20 | 630.00 |
| 01/06/14 | J. Guy | Attention to TDP and Plan issues (separate occasions). | 1.00 | 770.00 |
| 01/06/14 | R. Frankel | Telephone conferences with E. Inselbuch, J. Guy regarding TDP issues. | 0.30 | 295.50 |



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Invoice No. 1459578

| | | | | |
|----------|-------------|--|------|----------|
| 01/07/14 | K. Orr | Review and analyze renewed bar date motion, previous bar date motions and responses, and Bondex materials (2.0); attention to internal database (.50); e-mails to/from J. Guy and R. Wyron regarding bar date issues (.20); e-mails to/from counsel for ACC regarding bar date motion (.10). | 2.80 | 1,470.00 |
| 01/07/14 | J. Guy | Attention to various issues concerning the debtors new bar date motion, tolling agreement, upcoming estimation decision, and TDP issues. | 3.00 | 2,310.00 |
| 01/08/14 | D. Fullem | Review Court's Order postponing matters set for hearing on February 13 to February 27. | 0.20 | 55.00 |
| 01/08/14 | D. Smith | Review and analyze previous bar date motions and related hearing transcripts in preparation for response to Debtors' renewed bar date motion. | 0.40 | 176.00 |
| 01/08/14 | K. Orr | E-mails to/from J. Guy and D. Smith regarding bar date motion (.20); e-mails to/from experts regarding estimation (.10); review draft tolling order and e-mails regarding same (.20). | 0.50 | 262.50 |
| 01/08/14 | J. Guy | Work on objection to renewed motion for bar date (2.5); conference with K. Orr re: same (.5). | 3.00 | 2,310.00 |
| 01/09/14 | P. McGreevy | Receive inquiry from K. Orr re access rights to LiveNote and J drive; research with IT staff and help desk; respond to K. Orr. | 0.50 | 87.50 |
| 01/09/14 | D. Fullem | Review and circulate copy of amended notice of hearing for matters on February 27. | 0.20 | 55.00 |
| 01/09/14 | D. Fullem | Review and circulate copy of RPM motion to strike certain pleadings re bar date as filed in Bondex. | 0.20 | 55.00 |
| 01/09/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/09/14 | D. Smith | Review and analyze previous bar date motions and related hearing transcripts in preparation for response to Debtors' renewed bar date motion. | 3.80 | 1,672.00 |
| 01/09/14 | K. Orr | E-mails to/from J. Guy and D. Smith regarding bar date motion (.20); e-mail to Debtors' counsel regarding Bondex transcript (.10). | 0.30 | 157.50 |
| 01/09/14 | J. Guy | Work on objection to bar date motion (3.0); review numerous prior bar date filings and related materials (1.5). | 4.50 | 3,465.00 |
| 01/10/14 | P. McGreevy | Download revised transcripts, put on network and upload to LiveNote as requested by K. Orr and D. Fullem. | 0.50 | 87.50 |



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| | | | | |
|----------|-------------|--|------|----------|
| 01/10/14 | D. Fullem | Download and circulate to the group four adversary complaints filed by Garlock. | 0.50 | 137.50 |
| 01/10/14 | D. Fullem | Review recently entered Orders estimating liabilities, Daubert motion, other matters and circulate to group. | 0.50 | 137.50 |
| 01/10/14 | D. Smith | Review and analyze previous bar date motions and related hearing transcripts in preparation for response to Debtors' renewed bar date motion (3.4); review and analyze estimation order (.6). | 4.00 | 1,760.00 |
| 01/10/14 | J. Guy | Attention to estimation opinion and related issues (3.5); follow-up (1.0) (separate occasions). | 4.50 | 3,465.00 |
| 01/10/14 | R. Frankel | Teleconference with R. Wyron re estimation opinion. | 0.30 | 295.50 |
| 01/10/14 | R. Frankel | Read, prepare notes re Garlock estimation opinion. | 2.40 | 2,364.00 |
| 01/13/14 | D. Fullem | Review recently filed pleadings in the main case and the new adversary cases; review/respond to K. Orr regarding regular monitoring of the adversary cases. | 0.60 | 165.00 |
| 01/13/14 | D. Fullem | Update shared network with recent Orders entered by the Court and corrected 7/23 estimation hearing transcript; update K. Orr re same. | 0.50 | 137.50 |
| 01/13/14 | D. Fullem | Review eleventh scheduling order entered by the Court. | 0.20 | 55.00 |
| 01/13/14 | D. Smith | Research case cited in Debtors' renewed bar date motion. | 0.20 | 88.00 |
| 01/13/14 | K. Orr | Review and analyze Estimation Order, adversary complaints and dockets (3.5); e-mails to/from D. Fullem regarding internal database, updated transcripts and adversary tracking (.30); schedule conference calls with ACC and experts (.20); e-mails to/from Lincoln regarding EnPro call (.10); update case calendar (.20); review Bondex transcript and e-mails to/from J. Guy and counsel for Debtors regarding bar date motion (1.0). | 5.20 | 2,730.00 |
| 01/13/14 | R. Frankel | Review update memo from Lincoln re Garlock analyst call (.30); consider scenarios in light of estimation decision (.30). | 0.60 | 591.00 |
| 01/14/14 | P. McGreevy | Update LiveNote with new transcripts from K. Orr; send notification to case team. | 0.50 | 87.50 |



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| | | | | |
|----------|-------------|---|------|----------|
| 01/14/14 | K. Orr | Office conference with J. Guy regarding Estimation Order and case strategy and phone conference with J. Guy and J. Grier regarding same (1.8); phone conference with J. Guy, J. Grier and counsel for ACC regarding Estimation Order, plan issues and strategy and follow-up phone conference with J. Grier (1.5); phone conference with J. Guy, J. Grier and experts regarding Estimation Order and related issues (.80); follow up on various issues related to Bar Date motion and Estimation Order (1.0); review e-mails regarding amended transcripts and e-mail D. Fullem and T. McGreevy regarding same (.40). | 5.50 | 2,887.50 |
| 01/14/14 | J. Guy | Teleconference and conferences to/from/with FCR, Lincoln, F. Rabinovitz, ACC and Orrick team (separate and various occasions) re: estimation opinion, bar date motion, and next steps (4.0) (separate occasions). | 4.00 | 3,080.00 |
| 01/14/14 | R. Wyron | Participate in telephone conference with ACC counsel and follow-up (.9); conference with J. Guy and R. Frankel re strategy (.3). | 1.20 | 972.00 |
| 01/14/14 | R. Frankel | Confer with R. Wyron, J. Guy regarding estimation opinion, next steps. | 0.50 | 492.50 |
| 01/15/14 | P. McGreevy | Download 9 new days of trial transcripts; copy to network and upload to LiveNote. | 0.50 | 87.50 |
| 01/15/14 | D. Fullem | Review and circulate copy of Court's Scheduling Order regarding claims bar dates in Bondex case. | 0.20 | 55.00 |
| 01/15/14 | D. Fullem | Review calendar of hearings and deadlines from C. Wright. | 0.20 | 55.00 |
| 01/15/14 | D. Fullem | Organize various materials relating to estimation, discovery, etc. | 0.40 | 110.00 |
| 01/15/14 | K. Orr | E-mails to/from counsel for ACC regarding bar date. | 0.10 | 52.50 |
| 01/15/14 | J. Guy | Attention to bar date motion (.3); follow-up on NY FCR meeting and agenda items (.2); analyze issues presented by Court's estimation decision (2.5); follow-up (.2); teleconference with various parties re: status of case and next steps (.3). | 3.50 | 2,695.00 |
| 01/16/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/16/14 | K. Orr | Locate and review withdrawal of bar date motion (.10); review various e-mails to/from J. Guy regarding case status (.10). | 0.10 | 52.50 |



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| | | | | |
|----------|-------------|--|------|----------|
| 01/16/14 | J. Guy | Attention to next steps; various conferences with Orrick team, experts and FCR (separate and numerous occasions). | 3.50 | 2,695.00 |
| 01/17/14 | P. McGreevy | Upload the last several revised transcripts to LiveNote and advise K. Orr and team of availability. | 0.50 | 87.50 |
| 01/17/14 | D. Fullem | Review and circulate updates to main and adversary dockets in Garlock and main case for Bondex. | 0.20 | 55.00 |
| 01/17/14 | J. Guy | Teleconference with media and FCR, follow up (separate occasions) (2); analyze options for confirmation and conference with various parties re same (separate occasions) (2.5); schedule travel to NYC for FCR and other meetings (separate occasions) (.3). | 4.80 | 3,696.00 |
| 01/21/14 | D. Fullem | Review recently filed pleadings in Garlock and Bondex cases; circulate copies filed in Bondex. | 0.20 | 55.00 |
| 01/21/14 | J. Guy | Analyze various plan options for futures (4.0); review prior filings by various parties (.50). | 4.50 | 3,465.00 |
| 01/22/14 | D. Fullem | Review corrected/revised/updated transcripts of estimation hearings for certain hearing dates and update same on shared network. | 0.50 | 137.50 |
| 01/22/14 | D. Fullem | Review docket updates in Garlock and Bondex cases; circulate updates and substantive pleadings filed in Bondex. | 0.40 | 110.00 |
| 01/23/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/23/14 | K. Orr | Various and separate office conferences with J. Guy and J. Burke regarding case strategy (.8); phone conference with J. Guy, J. Grier and J. Burke regarding case strategy and next steps (1.5). | 2.30 | 1,207.50 |
| 01/23/14 | J. Guy | Work on options for confirmation of Debtors. | 3.50 | 2,695.00 |
| 01/24/14 | J. Guy | Travel to/from Charlotte (3.0); meet with FCR and Debtors and follow-up (5.0). | 8.00 | 6,160.00 |
| 01/27/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/27/14 | K. Orr | Office conference with and e-mails to/from J. Guy regarding case status (.80); attention to pleadings file (.10). | 0.90 | 472.50 |
| 01/27/14 | J. Guy | Work on various TDP issues (separate occasions). | 2.50 | 1,925.00 |
| 01/28/14 | K. Orr | Work on TDP issues and e-mails to/from J. Guy regarding same (3.0); schedule conference call with J. Grier and HRA (.10). | 3.10 | 1,627.50 |
| 01/28/14 | J. Guy | Address third-party inquiries (.2); work on TDP issues (3.0). | 3.20 | 2,464.00 |



Grier, Joseph W. III. - 24998
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February 12, 2014
Invoice No. 1459578

| | | | | |
|--------------------|-----------|---|--------|-----------|
| 01/29/14 | K. Orr | Office conference with J. Guy regarding TDP issues and case strategy. | 0.60 | 315.00 |
| 01/29/14 | J. Guy | Conference with K. Orr and J. Burke (separate occasions) re: viable TDP options and confirmation models (separate occasions); follow-up. | 1.00 | 770.00 |
| 01/30/14 | K. Orr | Phone conference with HRA, J. Guy and J. Grier regarding TDP issues. | 1.80 | 945.00 |
| 01/30/14 | J. Guy | Numerous conversations to/from/with FCR, K. Orr and F. Rabinovitz re: TDP structural issues (2.0); strategize re: next steps in the case (.50). | 2.50 | 1,925.00 |
| 01/31/14 | D. Fullem | Review recently filed pleadings in Garlock main and adversary cases. | 0.20 | 55.00 |
| 01/31/14 | D. Fullem | Review recently filed pleadings. | 0.20 | 55.00 |
| 01/31/14 | K. Orr | E-mails to/from J. Guy regarding TDP issues. | 0.20 | 105.00 |
| 01/31/14 | J. Guy | Work on various plan confirmation and TDP issues. | 1.50 | 1,155.00 |
| Total Hours | | | 109.20 | |
| Total For Services | | | \$ | 70,351.50 |

| Timekeeper Summary | Hours | Rate | Amount |
|---------------------------|--------------|-------------|---------------|
| Roger Frankel | 4.10 | 985.00 | 4,038.50 |
| Debra O. Fullem | 7.80 | 275.00 | 2,145.00 |
| Jonathan P. Guy | 58.50 | 770.00 | 45,045.00 |
| P. T. McGreevy | 2.50 | 175.00 | 437.50 |
| Kathleen Orr | 26.70 | 525.00 | 14,017.50 |
| David B. Smith | 8.40 | 440.00 | 3,696.00 |
| Richard H. Wyron | 1.20 | 810.00 | 972.00 |
| Total All Timekeepers | 109.20 | \$644.24 | \$70,351.50 |

Disbursements

| | |
|-------------------------------|------------|
| Document Reproduction | 10.20 |
| Outside Reproduction Services | 2,101.42 |
| Outside Services | 177.90 |
| Parking Expense | 36.00 |
| Taxi Expense | 30.00 |
| Travel Expense, Air Fare | 970.50 |
| Westlaw Research | 74.06 |
| Total Disbursements | \$3,400.08 |

Total For This Matter

\$73,751.58



Grier, Joseph W. III. - 24998
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February 12, 2014
Invoice No. 1459578

For Legal Services Rendered Through January 31, 2014 in Connection With:

Matter: 2006 - Orrick Retention

| | | | | |
|----------|-----------|---|------|--------|
| 01/28/14 | D. Fullem | Prepare/review/revise notice of withdrawal of R. Wyron appearance in Garlock; electronically file same. | 0.50 | 137.50 |
| 01/30/14 | D. Fullem | Review/respond to R. Wyron; forward confirmed filed copy of notice of withdrawal of Orrick. | 0.20 | 55.00 |
| | | Total Hours | 0.70 | |
| | | Total For Services | \$ | 192.50 |

| <u>Timekeeper Summary</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------------|--------------|-------------|---------------|
| Debra O. Fullem | 0.70 | 275.00 | 192.50 |
| Total All Timekeepers | 0.70 | \$275.00 | \$192.50 |

Total For This Matter **\$192.50**



Grier, Joseph W. III. - 24998
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February 12, 2014
Invoice No. 1459578

For Legal Services Rendered Through January 31, 2014 in Connection With:

Matter: 2007 - Orrick Compensation

| | | | | |
|--------------------|-----------|---|------|----------|
| 12/13/13 | D. Fullem | Finalize draft of quarterly fee application for Jul-Sep 2013 time period (1.0); e-mail same to K. Orr for review/comment (.20). | 1.20 | 324.00 |
| 01/08/14 | D. Fullem | Review Orrick December prebill. | 1.00 | 275.00 |
| 01/09/14 | K. Orr | Review and edit December prebill. | 0.30 | 157.50 |
| 01/10/14 | D. Fullem | Review revised invoice for December; circulate to J. Grier and C. Wright for review/approval. | 0.30 | 82.50 |
| 01/13/14 | D. Fullem | Prepare cover letter for December 2013 invoice; circulate to notice parties. | 0.50 | 137.50 |
| 01/14/14 | D. Fullem | Forward copy of final approved December invoice to B. Hinton for posting to client account. | 0.20 | 55.00 |
| Total Hours | | | 3.50 | |
| Total For Services | | | \$ | 1,031.50 |

| <u>Timekeeper Summary</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------------|--------------|-------------|---------------|
| Debra O. Fullem | 3.20 | 273.13 | 874.00 |
| Kathleen Orr | 0.30 | 525.00 | 157.50 |
| Total All Timekeepers | 3.50 | \$294.71 | \$1,031.50 |

Total For This Matter **\$1,031.50**



Grier, Joseph W. III. - 24998
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February 12, 2014
Invoice No. 1459578

For Legal Services Rendered Through January 31, 2014 in Connection With:

Matter: 2008 - FCR and Other Professionals Retention

| | | | | |
|----------|-----------|---|------|----------|
| 01/07/14 | D. Fullem | Review and file Supplemental Declaration of J. Radecki regarding Coltec; update K. Orr and J. Solganick re same. | 0.80 | 220.00 |
| 01/07/14 | D. Fullem | Review/respond to K. Orr; finalize and file J. Radecki's supplemental declaration in support of employment. | 0.40 | 110.00 |
| 01/08/14 | D. Fullem | Review and respond to K. Orr regarding supplemental declaration of J. Radecki on shared network. | 0.20 | 55.00 |
| 01/09/14 | D. Fullem | Update shared network with Radecki supplemental declaration. | 0.20 | 55.00 |
| 01/17/14 | J. Burke | Participate in teleconferences with counsel for Debtors and J. Grier regarding next steps and potential plan proposals. | 2.70 | 1,188.00 |
| 01/23/14 | J. Burke | Teleconference with J. Grier regarding next steps following estimation decision. | 1.00 | 440.00 |
| | | Total Hours | 5.30 | |
| | | Total For Services | \$ | 2,068.00 |

| <u>Timekeeper Summary</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------------|--------------|-------------|---------------|
| James W. Burke | 3.70 | 440.00 | 1,628.00 |
| Debra O. Fullem | 1.60 | 275.00 | 440.00 |
| Total All Timekeepers | 5.30 | \$390.19 | \$2,068.00 |

Disbursements
Outside Services

20.30
Total Disbursements \$20.30

Total For This Matter \$2,088.30



Grier, Joseph W. III. - 24998
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Invoice No. 1459578

For Legal Services Rendered Through January 31, 2014 in Connection With:

Matter: 2009 - FCR and Other Professionals Compensation

| | | | | |
|--------------------|-----------|---|------|----------|
| 01/03/14 | D. Fullem | Review recent emails from C. Wright with fee/expense submissions by professionals employed in the case. | 0.50 | 137.50 |
| 01/08/14 | D. Fullem | Review J. Grier and Grier Law Firm draft December invoices. | 0.40 | 110.00 |
| 01/08/14 | K. Orr | Review FCR and Grier firm invoices and e-mails to/from J. Guy and K. Buffaloe regarding same. | 0.20 | 105.00 |
| 01/13/14 | K. Orr | Review HRA draft invoice and e-mail R. Mangus regarding same. | 0.20 | 105.00 |
| 01/16/14 | D. Fullem | Review recently filed fee applications | 0.20 | 55.00 |
| 01/22/14 | D. Fullem | Prepare update to all professionals' fees/expenses chart; circulate to group. | 1.00 | 275.00 |
| 01/30/14 | D. Fullem | Review latest fee/expense submissions by various professionals; prepare updates to charts. | 1.00 | 275.00 |
| Total Hours | | | 3.50 | |
| Total For Services | | | \$ | 1,062.50 |

| Timekeeper Summary | Hours | Rate | Amount |
|---------------------------|--------------|-------------|---------------|
| Debra O. Fullem | 3.10 | 275.00 | 852.50 |
| Kathleen Orr | 0.40 | 525.00 | 210.00 |
| Total All Timekeepers | 3.50 | \$303.57 | \$1,062.50 |

Total For This Matter \$1,062.50

*** * * COMBINED TOTALS * * ***

| | | |
|----------------------------------|--------|-------------|
| Total Hours | 122.20 | |
| Total Fees, all Matters | | \$74,706.00 |
| Total Disbursements, all Matters | | \$3,420.38 |
| Total Amount Due | | \$78,126.38 |